

# **EXHIBIT 35**

# THE AVENGERS®



MARVEL MASTERWORKS  
BY STAN LEE, ROY THOMAS  
& DON HECK

**MARVEL**

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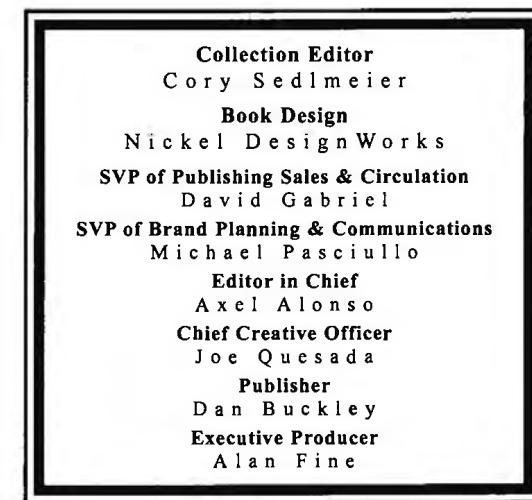
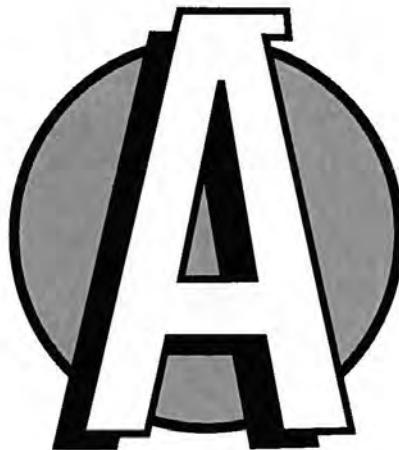
THE **AVENGERS**

VOLUME 4

COLLECTING

THE AVENGERS Nos. 31-40

STAN LEE • ROY THOMAS  
DON HECK



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M A R V E L M A S T E R W O R K S  
C R E D I T S

T H E  
A V E N G E R S  
Nos. 31-40

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## INTRODUCTION

### BY ROY THOMAS

*The Avengers* was always a very special comic book to me, long before I ever dreamed that one day I'd script a succession of 70-plus of its issues in a row.

It had begun in 1963 as the comic-mag I'd been waiting for Stan Lee and Jack Kirby to launch: a grouping of what Stan obviously intended to be unofficially billed as "Earth's Mightiest Super-heroes." Well, why not—with Thor, Iron Man, Ant-Man (soon Giant-Man), the Wasp, and the Hulk in #1—with the Sub-Mariner popping up by #2 as an enemy you figured might decide to join up at any moment—and then with Captain America thawing out in #4. Still, there must've been something about that phrase "Earth's Mightiest Super-heroes" that just didn't sit quite right with Stan. After all, he was the guy who'd plastered the phrase "The World's Greatest Comic Magazine!" on the covers of *Fantastic Four*, yet none of *them* were in the Avengers—and neither was Spider-Man, who was already clearly on his way to becoming a top Marvel mag. So Stan seems to have had a couple of words squeezed onto #1's splash page at the last minute, so that the blurb read: "Some of Earth's Greatest Super-heroes." Nobody could quarrel with *that*, right? (If you don't believe my after-the-fact analysis, check out the splash-page blurb in *Avengers* #1, and you'll see that the words "Some of" are lettered smaller than anything else in the blurb.)

And that's basically the way *The Avengers* went for the next few years. The big move, of course, occurred in #16, when Stan got tired of trying to coordinate how Thor could be running around with the Avengers while in his own mag he might be off on a quest in Asgard or Niflheim or someplace...ditto with Iron Man and the others. So he had everybody but Cap go on leave, and had them replaced by a trio we'd all thought of as *villains* before—Hawkeye, Quicksilver, and the Scarlet Witch. That was never an Avengers assemblage *this* early Merry Marvel Marcher liked as much as the original grouping—but you know what? Sales went up! Everybody wanted to see what crazy thing Stan and Jack would do next with "Cap and the also-rans," as they were known in my fandom circles.

What they did next, actually, was that Jack went back to drawing other comics after returning especially for *Avengers* #16, and the talented and underrated Dashin' Don Heck returned for a second stint as the mag's penciler. And he did a great job, too. Letters poured in praising his work, especially his drawing of women like Scarlet Witch and the Black Widow with her original fishnet outfit...and even more especially when his pencils were inked by Frank Giacoia (a.k.a. Frankie Ray).

I know that, as Stan's assistant editor in 1966, I was glad when Stan decided to restore Giant-Man and the Wasp to the lineup with #28...even happier with Hank Pym's name-change to the less corny "Goliath." Stan was restless in those days, though, forever tinkering around with the membership. No sooner did Hank and Jan return to the fold than Wanda and Pietro began to lose their powers in issue #30 and were sent by team leader Cap on an extended vacation. Stan, it seemed to me, had decided that the ideal number of heroes in a group was four—as in "*Fantastic Four*." I myself had always felt the ideal number of members in a super-hero group was *seven*—mainly because that's how many heroes DC's Justice Society of America had had when I was growing up, but ther, ~~as~~ had Timely/Marvel's own short-lived All-Winners Squad in 1946-47 (assuming you counted Bucky and Toro, of course). But *Avengers* was Stan's book, so four-of-a-kind it was!

This *Marvel Masterworks* begins with *Avengers* #31—which is actually smack-dab in the middle of a two-part story. Right after Quicksilver and the Scarlet Witch took a sabbatical, Goliath split

too, because, fearing he was stuck at being ten feet tall for good, he felt like “a living freak... a virtual monstrosity.” Apparently he hadn’t been reading Marvel Comics, which were like the weather: if you didn’t like the format of a particular comic, stick around for a minute—it’d probably change! The big guy took off in search of his old college prof Dr. Anton, who might be able to help him regain his normal size. At the same time, Hawkeye found himself in the middle of a brouhaha involving villains Black Widow (whom he loved), the Swordsman, and Power Man—and apparently Natasha’s Commie brainwashing wears off during the fight, so that she and Hawkeye are an item again. Goliath learned that Dr. Anton had been taken to the Forbidden Land “in an unexplored section of South America.” At issue’s end, Cap and the Wasp—the only two Avengers left holding the fort!—learn where Hank has gone.

And that’s where we come in!

In *Avengers* #31 you’ll see Stan and Don doing a balancing act, trying to keep six balls in the air—Cap, Wasp, Goliath, and Hawkeye—but also Wanda and Pietro, who are shown abroad, brooding about their fading powers. The aforementioned foursome take on what Goliath called “a scene right out of H. Rider Haggard” (I wonder how many readers in 1966 understood the reference to the classic adventure novel *She*) and rescue Dr. Anton—or am I letting too many cats out of the bag in advance here? What? You didn’t *know* the Avengers were gonna win?

#30-31 were kind-of a potboiler, I suppose, albeit a good one—but with #32-33 Stan and Don took a definite step up. Hard as it may be to imagine it now, in 1966 it was rare to see matters of race and heritage handled in the pages of a “mere” comic book, even obliquely. I say “obliquely” because you’ll note that the Supreme Serpent keeps talking about driving “all foreigners” from the U.S.—but everybody knew that, by “foreigners,” he also meant people who had been born in America but with the “wrong” skin color.

To push the point home, Stan and Don gave Hank Pym a new assistant—Bill Foster, one of the first African-Americans to be given a meaty and non-stereotypical supporting role in a U.S. comic. So unusual was it to see blacks in comics of the day that Bill’s skin was still colored the same kind of insipid gray as Gabe Jones over in *Sgt. Fury and His Howling Commandos*. Why not *brown*? Well, believe it or not, in those days, it was thought that brown was a tricky color, being made up of three different color plates (red, blue, and yellow) in a particular proportion, and it was feared that every few pages the “brown” was liable to turn into a mish-mash that would merely prove offensive. Somehow, nobody worried about using brown when it was a tree that needed coloring, but when it was a human being, folks got downright uptight. So that horrible gray hung around a little while longer.

The story was a good one, though, and gave Don Heck a chance to show what he could do both penciling and inking. We’ll forgive him—and Stan, as editor—if they got so excited over this two-parter that, on the cover of #33, Don accidentally drew the Scarlet Witch instead of the Wasp, and nobody noticed (including Stan’s overworked assistant editor) until it was too late. Nobody noticed—except a few hundred readers with pens and typewriters, that is. But hey—at least it showed people were paying attention!

With #34, Goliath was supposed to undergo a dramatic change—at least, one was heralded at the end of #33. But when Stan and Don got together (by phone or in Stan’s office? I’m afraid I don’t recall), they got so carried away plotting the first part of a two-parter with a new super villain nicely named the Living Laser that they plumb forgot about it, and Stan had to beg the readers’ indulgence till #35.

And that’s where I come in.

I'd been happily writing *The X-Men* and *Sgt. Fury*, and basically admiring what Stan and Don were doing in *The Avengers*, even if I kept wishing Stan would decide to bring back Thor and Iron Man. Then one day in summer of '66, Stan called me into his office, handed me a bunch of roughly penciled pages from *Avengers* #35, and announced that he was making me the mag's regular writer.

I was thrilled, of course; nor did I mind that the issue's story had already been plotted and largely drawn when I inherited it. After all, the same had been true with the first stories I'd scripted of "Iron Man," "Dr. Strange," *Sgt. Fury*, and *The X-Men*. I'd get my chance to plot a story the *next* issue—assuming Stan liked what I did with *this* one.

I wish I could say I remember a lot of pithy details and anecdotes about scripting *Avengers* #35, but I don't. I do know that Stan rewrote probably a number of balloons in the issue—but I still felt as if I'd held up my end of the Lee/Heck/Thomas tripod. Stan seemed basically happy with what I'd written, and that's what counted.

I *do* recall that Stan didn't like the Captain America figure Don drew when it came time to do the cover—so he had production manager Sol Brodsky pore over old black-&-white photostats of Jack Kirby's work to find a Cap figure that would look better. Sol, capable trooper that he was, found one that Stan liked, and there it is now in all its glory on the cover of *Avengers* #35—standing out like a sore thumb (or maybe a *well* one?).

Oh, and I remember asking both Stan and Don whom they'd had in mind for Cap to see when he whirls around in the story's final panel and exclaims: "YOU!" Neither of them had any idea—and Stan told me it was up to me.

So I made it the Scarlet Witch, come to enlist Cap's help in finding her brother Quicksilver. Actually, if I had had my way, it would've been Thor and Iron Man, come back to stay as Avengers, but Stan had let me know up front that he didn't want those two "big guns," each of whom had his own series, returning to the fold. So I brought back Wanda and Pietro—whom I figured Stan meant to return sometime soon, anyway. If I couldn't have Thor and Iron Man back, at least I could get the Avengers roster up to six—which was closer to my own magic number of seven members.

My first plotting effort on *The Avengers*, the two-part Ultroids tale, was a minor effort, but it gave me a chance to get the feel for the characters. By the end of the story arc, I had developed a reasonable fondness for this sextet.

I was also thrilled that a favorite artist of mine, Gil Kane, whom I'd met once or twice before in passing, came waltzing into the Bullpen one day and left with an assignment to pencil and ink the cover of *Avengers* #37 (he'd do #38, as well, as it turned out). Gil wasn't an ideal choice to draw a super-hero group, but I loved his art.

Meanwhile, that magic number "seven" still haunted me, and I was thinking that perhaps the Black Widow could become the seventh Avenger. That would've been an unusual thing for that day—a super hero group in which 3/7 of the members were female!

But then, with *Avengers* #38—enter Hercules!

To this day, I can't recall if having the Prince of Power pop up and (ere long) become a dues-paying Avenger was my idea or Stan's. I have this nagging suspicion that I may have been agitating politely (again) to bring back Thor, and Stan suggested Hercules as an alternative. If so, it was an inspired choice. Hercules didn't make me forget about Thor, but I felt he made a great addition to the group.

His appearances, first in a *Thor Annual* and then in one of the greatest story arcs ever in the pages of *Thor*, had made him a hero for whom Marvel's readers—of which I was still one, when I wasn't writing them—were clamoring.

Of course, Hercules didn't just walk in and sign on the dotted line. First he had to *fight* the Avengers, and wind up getting exiled to Earth.

But it was clear from the start that he was gonna be around for a while. I was beginning to feel a bit more confident about plotting and scripting *The Avengers*—Stan wasn't changing much of my dialogue any longer—and I even got more playful on our colorful credits, like with #39's "A Choice, Not an Echh-O!" which, er, echoed a slogan from 1964 Presidential candidate Barry Goldwater. I worked up my own little surreptitious competition with Stan on archaic dialogue—he was doing wonders with his Shakespearean *Thor*, but I had read a bit of the Bard myself. On page 3 of #39, I even swiped a phrase I loved from a poem-play by the great Irish author William Butler Yeats: "And the long-remembering harpers have matter for their song!" Love that phrase!

And if you think I wrote the above paragraph just to keep your mind off that trio of losers I tossed in for #39's villains—Hammerhead, Pile-Driver, and Thunderfist—well, give yourself a Kewpie doll (assuming anybody still knows what those are!).

The final story in this volume sports my favorite among my earlier *Avengers* titles—"Suddenly—the Sub-Mariner!" Except—maybe *Stan* made that one up. No, scratch that. *I'm* writing this intro. *I* made it up. (With Stan's memory, he's probably not gonna argue with me about that one!)

Under some nice, moody inking by George Roussos (still hiding from DC, I presume, behind the pseudonym "George Bell"), Don Heck did a masterful job drawing Prince Namor, the Sub-Mariner. In fact, it was this single story, more than anything else, that led me as editor-in-chief, seven years later, to name Don the regular penciler of *Sub-Mariner* after creator Bill Everett's final illness.

Ironically, though, a new chapter was just about to begin in the life of *The Avengers*, both as group and as comic book. For, when #40 was finished, Don was temporarily taken off the monthly *Avengers* assignment so he could draw 54 pages of the first-ever *Avengers Annual*—and his replacement was a returning Bullpenner from the late 1940s named John Buscema, who was destined to become one of the most illustrious names in Marvel history.

Ah, but that's a story we'll tell you all about *next* year, if the Olympian gods are kind...!



2004



*The Avengers #37 unused cover art*

by Don Heck



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